

19092-F

**LEASE SUPPLEMENT NO. 1B
(UTC Trust No. 1994-A) (L-11N)**

DEC 14 1994 -10 09 AM

This Lease Supplement No. 1B dated December 15, 1994 between STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("*Lessor*"), and UNION TANK CAR COMPANY, a Delaware corporation ("*Lessee*");

WITNESSETH:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (UTC Trust No. 1994-A) (L-11N) dated December 15, 1994 (the "*Lease*"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all or a portion of the Units of Equipment to be leased to Lessee under the Lease.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York; *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company,
not in its individual capacity but solely as Owner Trustee

By: 

Name:

Gerald E. Whelan

Title:

Vice President

Union Tank Car Company

By: _____

Name:

Title:

State of MASS)
) SS
County of Suffolk

On this 12 day of December, 1994, before me personally appeared Gerald H. Whelan to me personally known, who being by me duly sworn, say that he is Vice President of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Valerie Piacentini
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS
County of Cook)

On this ____ day of December, 1994, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he is _____ of Union Tank Car Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

CA84687267N 00210001.NW1

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company,
not in its individual capacity but solely as Owner Trustee

By: _____
Name:
Title:

Union Tank Car Company

By: Mark J. Garrette
Name: Mark J. Garrette
Title: Vice President

State of)
) SS
County of)

On this ____ day of December, 1994, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he is _____ of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 9th day of December, 1994, before me personally appeared Mark J. Garrette, to me personally known, who being by me duly sworn, say that he is Vice President of Union Tank Car Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Sandra R. Toman
Notary Public

[Notarial Seal]

My commission expires:

C:\84687267\N0021\N0001.NW1

L11N
GROUP B
Description of Equipment

Schedule 1

19092-F

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	15120	04/93	T054	111A100W1
PROX	15121	04/93	T054	111A100W1
PROX	15122	04/93	T054	111A100W1
PROX	15123	04/93	T054	111A100W1
PROX	15124	05/93	T054	111A100W1
PROX	15125	05/93	T054	111A100W1
PROX	15126	05/93	T054	111A100W1
PROX	15127	05/93	T054	111A100W1
PROX	15128	05/93	T054	111A100W1
PROX	15129	05/93	T054	111A100W1
PROX	15130	04/93	T054	111A100W1
PROX	15131	05/93	T054	111A100W1
PROX	15132	04/93	T054	111A100W1
PROX	15133	05/93	T054	111A100W1
PROX	15134	05/93	T054	111A100W1
PROX	15135	05/93	T054	111A100W1
PROX	15136	05/93	T054	111A100W1
PROX	15137	05/93	T054	111A100W1
PROX	15138	05/93	T054	111A100W1
PROX	15139	05/93	T054	111A100W1
PROX	15140	05/93	T054	111A100W1
PROX	15141	05/93	T054	111A100W1
PROX	15142	05/93	T054	111A100W1
PROX	15144	05/93	T054	111A100W1
PROX	15145	05/93	T054	111A100W1
PROX	15146	05/93	T054	111A100W1
PROX	15147	05/93	T054	111A100W1
PROX	15148	05/93	T054	111A100W1
PROX	15149	05/93	T054	111A100W1
PROX	15143	06/93	T054	111A100W2
PROX	15150	06/93	T054	111A100W2
PROX	15151	06/93	T054	111A100W2
PROX	15152	06/93	T054	111A100W2
PROX	15154	06/93	T054	111A100W2
PROX	15155	06/93	T054	111A100W2

**L11N
GROUP B
Description of Equipment**

Schedule 1

Road Mark	Car Number	Built Date	AAR Code	DOT Class
PROX	15156	06/93	T054	111A100W2
PROX	15157	06/93	T054	111A100W2
PROX	15158	06/93	T054	111A100W2
PROX	15159	06/93	T054	111A100W2
PROX	15160	06/93	T054	111A100W2
PROX	15161	06/93	T054	111A100W2
PROX	15162	06/93	T054	111A100W2
PROX	15163	06/93	T054	111A100W2
PROX	15164	06/93	T054	111A100W2
PROX	15165	06/93	T054	111A100W2
PROX	15166	06/93	T054	111A100W2
PROX	15167	07/93	T054	111A100W2
PROX	15168	06/93	T054	111A100W2
PROX	15169	07/93	T054	111A100W2
PROX	15170	06/93	T054	111A100W2
PROX	15171	07/93	T054	111A100W2
PROX	15172	07/93	T054	111A100W2
PROX	15173	08/93	T054	111A100W2
PROX	15174	07/93	T054	111A100W2
PROX	15176	07/93	T054	111A100W2
PROX	15177	07/93	T054	111A100W2
PROX	15178	07/93	T054	111A100W2
PROX	15179	07/93	T054	111A100W2
PROX	15180	07/93	T054	111A100W2
PROX	15181	07/93	T054	111A100W2
PROX	15182	07/93	T054	111A100W2
PROX	15183	07/93	T054	111A100W2
PROX	15184	07/93	T054	111A100W2
PROX	15185	07/93	T054	111A100W2
PROX	15186	08/93	T054	111A100W2
PROX	15187	08/93	T054	111A100W2
PROX	15188	07/93	T054	111A100W2
PROX	15189	08/93	T054	111A100W2
PROX	15190	09/93	T054	111A100W2
PROX	15191	08/93	T054	111A100W2

L11N
GROUP B
Description of Equipment

Schedule 1

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	15192	08/93	T054	111A100W2
PROX	15193	08/93	T054	111A100W2
PROX	15194	08/93	T054	111A100W2
PROX	15195	09/93	T054	111A100W2
PROX	15196	09/93	T054	111A100W2
PROX	15197	09/93	T054	111A100W2
PROX	15198	09/93	T054	111A100W2
PROX	15199	09/93	T054	111A100W2
PROX	15200	09/93	T054	111A100W2
PROX	15201	08/93	T054	111A100W2
PROX	15202	09/93	T054	111A100W2
PROX	15203	09/93	T054	111A100W2
PROX	15204	09/93	T054	111A100W2
PROX	15205	09/93	T054	111A100W2
PROX	15206	09/93	T054	111A100W2
PROX	15207	09/93	T054	111A100W2
PROX	15208	09/93	T054	111A100W2
PROX	15209	10/93	T054	111A100W2
PROX	15210	09/93	T054	111A100W2
PROX	15211	10/93	T054	111A100W2
PROX	15212	10/93	T054	111A100W2
PROX	15213	10/93	T054	111A100W2
PROX	15214	10/93	T054	111A100W2
PROX	15215	10/93	T054	111A100W2
PROX	15216	10/93	T054	111A100W2
PROX	15217	10/93	T054	111A100W2
PROX	15218	10/93	T054	111A100W2
PROX	15219	10/93	T054	111A100W2
PROX	15220	10/93	T054	111A100W2
PROX	15221	10/93	T054	111A100W2
PROX	15222	10/93	T054	111A100W2
PROX	15223	10/93	T054	111A100W2
PROX	15224	11/93	T054	111A100W2
PROX	15225	09/93	T054	111A100W2
PROX	15226	10/93	T054	111A100W2

L11N**Schedule 1****GROUP B****Description of Equipment**

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	15227	10/93	T054	111A100W2
PROX	15228	10/93	T054	111A100W2
PROX	15229	10/93	T054	111A100W2
PROX	15230	10/93	T054	111A100W2
PROX	15231	10/93	T054	111A100W2
PROX	15232	10/93	T054	111A100W2
PROX	15233	10/93	T054	111A100W2
PROX	15234	11/93	T054	111A100W2
PROX	15235	10/93	T054	111A100W2
PROX	15236	10/93	T054	111A100W2
PROX	15237	10/93	T054	111A100W2
PROX	15238	11/93	T054	111A100W2
PROX	15239	10/93	T054	111A100W2
PROX	15240	10/93	T054	111A100W2
PROX	15241	11/93	T054	111A100W2
PROX	60135	04/93	T104	111A100W1
PROX	60136	04/93	T104	111A100W1
PROX	60137	04/93	T104	111A100W1
PROX	60138	04/93	T104	111A100W1
PROX	60139	04/93	T104	111A100W1
PROX	60140	04/93	T104	111A100W1
PROX	60141	04/93	T104	111A100W1
PROX	60142	04/93	T104	111A100W1
PROX	60143	04/93	T104	111A100W1
PROX	60144	04/93	T104	111A100W1
PROX	60145	05/93	T104	111A100W1
PROX	60146	05/93	T104	111A100W1
PROX	60147	04/93	T104	111A100W1
PROX	60148	04/93	T104	111A100W1
PROX	60149	05/93	T104	111A100W1
PROX	60150	05/93	T104	111A100W1
PROX	60151	05/93	T104	111A100W1
PROX	60152	05/93	T104	111A100W1
PROX	60153	05/93	T104	111A100W1
PROX	60154	05/93	T104	111A100W1

L11N
GROUP B
Description of Equipment

Schedule 1

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	60155	05/93	T104	111A100W1
PROX	60156	05/93	T104	111A100W1
PROX	60157	05/93	T104	111A100W1
PROX	60158	05/93	T104	111A100W1
PROX	60159	05/93	T104	111A100W1
PROX	60160	05/93	T104	111A100W1
PROX	60161	05/93	T104	111A100W1
PROX	60162	05/93	T104	111A100W1
PROX	60163	05/93	T104	111A100W1
PROX	60164	05/93	T104	111A100W1
PROX	41581	04/93	T108	111A100W1
PROX	41582	04/93	T108	111A100W1
PROX	41583	04/93	T108	111A100W1
PROX	41584	04/93	T108	111A100W1
PROX	41585	04/93	T108	111A100W1
PROX	41586	04/93	T108	111A100W1
PROX	41587	05/93	T108	111A100W1
PROX	41588	05/93	T108	111A100W1
PROX	41589	05/93	T108	111A100W1
PROX	41590	05/93	T108	111A100W1
PROX	41591	05/93	T108	111A100W1
PROX	41592	06/93	T108	111A100W1
PROX	41593	06/93	T108	111A100W1
PROX	41594	06/93	T108	111A100W1
PROX	41595	06/93	T108	111A100W1
PROX	41596	06/93	T108	111A100W1
PROX	41597	06/93	T108	111A100W1
PROX	41598	06/93	T108	111A100W1
PROX	41599	06/93	T108	111A100W1
PROX	41630	06/93	T108	111A100W1
PROX	41631	06/93	T108	111A100W1
PROX	41632	06/93	T108	111A100W1
PROX	41633	07/93	T108	111A100W1
PROX	41634	07/93	T108	111A100W1
PROX	41635	07/93	T108	111A100W1

L11N**Schedule 1****GROUP B****Description of Equipment**

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	41636	07/93	T108	111A100W1
PROX	41637	07/93	T108	111A100W1
PROX	41638	08/93	T108	111A100W1
PROX	41639	07/93	T108	111A100W1
PROX	41640	08/93	T108	111A100W1
PROX	41641	08/93	T108	111A100W1
PROX	41642	08/93	T108	111A100W1
PROX	41643	08/93	T108	111A100W1
PROX	41644	08/93	T108	111A100W1
PROX	41645	09/93	T108	111A100W1
PROX	41646	09/93	T108	111A100W1
PROX	41647	09/93	T108	111A100W1
PROX	41648	09/93	T108	111A100W1
PROX	41649	09/93	T108	111A100W1
PROX	41650	09/93	T108	111A100W1
PROX	41651	09/93	T108	111A100W1
PROX	41652	09/93	T108	111A100W1
PROX	29800	08/93	T389	112J340W
PROX	29801	08/93	T389	112J340W
PROX	29802	08/93	T389	112J340W
PROX	29803	08/93	T389	112J340W
PROX	29804	08/93	T389	112J340W
PROX	29805	08/93	T389	112J340W
PROX	29806	08/93	T389	112J340W
PROX	29807	08/93	T389	112J340W
PROX	29808	08/93	T389	112J340W
PROX	29809	08/93	T389	112J340W
PROX	29810	08/93	T389	112J340W
PROX	29811	08/93	T389	112J340W
PROX	29812	08/93	T389	112J340W
PROX	29813	09/93	T389	112J340W
PROX	29814	09/93	T389	112J340W
PROX	29815	09/93	T389	112J340W
PROX	29816	09/93	T389	112J340W
PROX	29817	09/93	T389	112J340W

**L11N
GROUP B
Description of Equipment**

Schedule 1

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	29818	09/93	T389	112J340W
PROX	29819	08/93	T389	112J340W
PROX	29820	08/93	T389	112J340W
PROX	29821	08/93	T389	112J340W
PROX	29822	09/93	T389	112J340W
PROX	29823	09/93	T389	112J340W
PROX	29824	09/93	T389	112J340W
PROX	29825	08/93	T389	112J340W
PROX	29826	08/93	T389	112J340W
PROX	29827	09/93	T389	112J340W
PROX	29828	09/93	T389	112J340W
PROX	29829	09/93	T389	112J340W

Total Group B Cars: 222